

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
CENGAGE LEARNING INC.  
(f/k/a THOMSON LEARNING INC.)  
PEARSON EDUCATION, INC.  
JOHN WILEY & SONS, INC., AND  
THE MCGRAW-HILL COMPANIES, INC.

*Plaintiffs,*

*- against -*

BUCKEYE BOOKS,  
USED BOOK EXCHANGE  
TEXTBOOKSRUS.COM, LLC, AND  
PHILIP SMYRES,

*Defendant.*  
-----X

07 Civ. 8540 (CM)(THK)

**DECLARATION OF AARON  
GEORGHIADES**

AARON GEORGHIADES, declares, under penalty of perjury pursuant to 28 U.S.C. § 1746,  
that the following is true and correct:

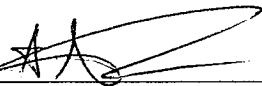
1. I am the attorney for Plaintiffs, Cengage Learning, Inc., Pearson Education, Inc., John Wiley & Sons, Inc. and The McGraw-Hill Companies, Inc., in the above-referenced proceeding.
2. As such, I am familiar with the facts and circumstances set forth herein. I submit this declaration in support of Plaintiffs' opposition to Defendants' motion to dismiss for lack of personal jurisdiction.
3. I have attached hereto as Exhibit "1" a copy of the complaint that was filed in the United States District Court, Southern District of New York on October 2, 2007. [the "Complaint"].
4. I have attached hereto as Exhibit "2" the Affidavit of Richard Essig, and all exhibits annexed thereto. ["Essig Aff. ¶"].

5. I have attached hereto as Exhibit "3" the Affidavit of Patrick Murphy, and all exhibits annexed thereto. ["Murphy Aff. ¶"]

6. I have attached hereto as Exhibit "4" the Affidavit of William Sampson, and all exhibits annexed thereto. ["Sampson Aff. ¶"]

Dated: New York, New York  
November 8, 2007.

COZEN O'CONNOR  
*A Professional Corporation*  
Attorneys for Plaintiffs  
CENGAGE LEARNING, INC., PEARSON  
EDUCATION, INC., JOHN WILEY & SONS,  
INC., and THE MCGRAW-HILL COMPANIES,  
INC.

By:   
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